

RECORDATION NO. 27586-H FILED

JUN 08 '10 -4 00 PM

**SURFACE TRANSPORTATION BOARD**

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June 8, 2010

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Railcar Lease, dated as of June 1, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement for Schedule No. 1 previously filed with the Board under Recordation Number 27586-E.

The names and addresses of the parties to the enclosed document are:

Assignor: Greenbrier Leasing Company LLC  
One Centerpointe Drive, Suite 200  
Lake Oswego, OR 97035

Assignee: Midwest Railcar Corporation  
4949 Autumn Oaks Drive  
Maryville, IL 62062

[Lessee: The Kansas City Southern Railway Company  
114 West 11th Street  
Kansas City, MO 64105-1804]

Section Chief  
June 8, 2010  
Page 2

A description of the railroad equipment covered by the enclosed document is:

40 railcars: KCS 1274 - KCS 1313.

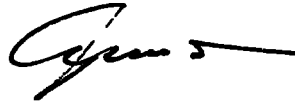
A short summary of the document to appear in the index is:

Memorandum of Assignment of Railcar Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

JUN 08 '10 -4 00 PM

## MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE

(Surface Transportation Board)

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE (this "Memorandum") dated as of June 1, 2010 is between GREENBRIER LEASING COMPANY LLC (the "Assignor") and MIDWEST RAILCAR CORPORATION (the "Assignee").

The parties to this Memorandum hereby acknowledge and confirm the following:

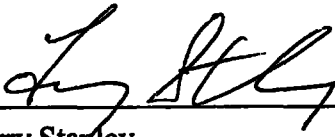
A. The Assignor, as lessor, has leased to The Kansas City Southern Railway Company, as lessee (the "Lessee"), forty (40) railcars identified on Schedule 1 attached hereto (the "Railcars") under that certain Schedule No. 1 dated as of January 26, 2007 and Addendum to Schedule No. 1 dated May 28, 2010, to that certain Lease Agreement dated as of January 26, 2007, by and between Assignor, as lessor, and Lessee, as lessee (collectively, the "Lease").

B. The Assignor, as assignor, and the Assignee, as assignee, are parties to that certain Assignment of Lessor's Interest in Lease, dated as of even date herewith, pursuant to which the Assignor has assigned to the Assignee the rights of "Lessor" under the Lease. The terms of the assignment are more particularly set forth in the above-referenced Assignment of Lessor's Interest in the Lease.

C. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

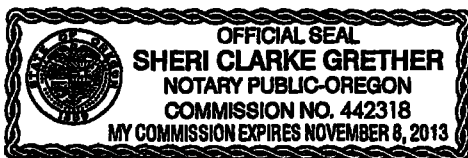
IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.


GREENBRIER LEASING COMPANY LLC,  
as Assignor

By:   
Larry Stanley  
Vice President

STATE OF OREGON                    )  
  ) SS:  
COUNTY OF CLACKAMAS        )

The foregoing Memorandum of Assignment of Railcar Lease was acknowledged before me, the undersigned Notary Public, in the County of Clackamas this 26 day of May, 2010 by Larry Stanley, as Vice President of Greenbrier Leasing Company LLC, an Oregon limited liability company.



  
Notary Public  
My commission expires: November 8, 2013

[Notarial Seal]



### DESCRIPTION OF RAILCARS

Forty (40) 89-foot, 70-ton flatcars equipped with bulkheads and side stakes, built by Bethlehem, ACF or Pullman from 1975 to 1980 and bearing the following reporting marks and numbers:

KCS 1274 through KCS 1313, inclusive

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

JUNE 8, 2010



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Robert W Alvord